

Division of Corporations

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Florida Department of State  
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**LIMITED LIABILITY COMPANY**

**New Age Beverage International, LLC**

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 14, 2002

JEFFREY G. KLEIN, P.A.

SUBJECT: NEW AGE BEVERAGE INTERNATIONAL, LLC  
REF: W02000023143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H02000179111  
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**ARTICLES OF ORGANIZATION  
OF  
NEW AGE BEVERAGE INTERNATIONAL, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, a natural person competent to contract, acting as organizer and as a member or authorized representative of the company, New Age Beverage International, LLC, pursuant to Section 608.407 of the Florida Limited Liability Company Act, does hereby make, subscribe and file these Articles of Organization.

**ARTICLE I -- NAME**

The name of this limited liability company (the "Company") is New Age Beverage International, LLC.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be  
5401 West Kennedy Blvd.  
Suite 1010  
Tampa, Florida 33609.

**ARTICLE III -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office and the name of the initial registered agent for the Company shall be

Kenneth S. Pollock, Esq.  
c/o Newman, Pollock & Klein, LLP  
2101 NW Corporate Blvd.  
Suite 414  
Boca Raton, Florida 33431

**ARTICLE IV -- DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V -- PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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**ARTICLE VI - ORGANIZER**

The name and street address of the organizer to these Articles of Organization are:

Kenneth S. Pollock, Esq.  
2101 NW Corporate Blvd.  
Suite 414  
Boca Raton, Florida 33431

**ARTICLE VII - MANAGEMENT**

The Company shall be managed by a manager (the "Manager"). The name and address of the Manager who is to serve as the Manager of the Company until the first annual meeting of the Members or until the successors is elected and qualified is as follows:

**NAME**

New Age Beverage International, Inc.

**ADDRESS**

5401 West Kennedy Blvd., Suite 1010  
Tampa, Florida 33609

**ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY TO MEMBERS**

Except as specifically authorized by the Manager, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company.

**ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION  
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

**ARTICLE X - RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization at Boca Raton, Florida, on this 9th day of August, 2002.

**AUTHORIZED REPRESENTATIVE:**

By: Kenneth S. Pollock  
Name: Kenneth S. Pollock, Esq.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
OF**

**NEW AGE BEVERAGE INTERNATIONAL, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

**CORPORATION**

The name of the limited liability company is NEW AGE BEVERAGE INTERNATIONAL, LLC.

**REGISTERED AGENT/OFFICE**

The name and address of the registered agent and office is  
Kenneth S. Pollock, Esq.  
c/o Newman, Pollock & Klein, LLP  
2101 NW Corporate Blvd., Suite 414  
Boca Raton, Florida 33431

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NEWMAN, POLLOCK & KLEIN, LLP

By: Kenneth S. Pollock

Print name: Kenneth S. Pollock, Esq.

Title: Partner

Date: August 9, 2002